

United States District Court
Southern District of New York

-----X
Alpha Capital Anstalt,

Plaintiff and Counter-Defendant,

-against-

Shiftpixy, Inc.,

Defendant and Counter-Plaintiff.
-----X

19 Civ 6199 (PGG)

Reply

Plaintiff Alpha Capital Anstalt, for its Reply to Defendant's Counterclaim, denies each and every allegation of the Counterclaim except as expressly otherwise set forth herein:

Paragraphs of
the Counterclaim

Responses

- | | |
|------------------------|---|
| 1 | Denies except admits that the Court has jurisdiction over this matter based upon 28 U.S.C. §1331(a)(2) and that the matter in controversy exceeds \$75,000 exclusive of interest and costs. |
| 2, 4, 13, 15 | Denies knowledge or information sufficient to form a belief as to the truth of the allegations. |
| 3, 5, 6, 7, 8, 9, 20 | Admits. |
| 10, 11, 12, 17, 18, 19 | Denies except respectfully refers the Court to the terms of the June, 2008 Note for all of the provisions thereof. |
| 14 | Denies except admits that as a result of Defendant's failure timely to file a registration statement, Alpha Capital and other investors received notes in December, 2018 in the aggregate total amount of \$888,888. Alpha Capital respectfully refers the Court to the December, 2018 Note for all of the terms thereof. |

- 23 Admits that Defendant issued and delivered to Alpha Capital under the June 2018 Note the number of common shares it had demanded.
- 27, 33 Repeats and realleges its responses to the paragraphs of the Counterclaim referred to therein.

Wherefore Alpha Capital Anstalt demands judgment dismissing the Counterclaim in its entirety with prejudice and on the merits and that Alpha Capital receive its attorney's fees incurred in defending against the Counterclaim plus its costs and disbursements.

Dated: New York, New York
August 23, 2019

Law Offices of Kenneth A. Zitter

By: 

Kenneth A. Zitter, Esq.
Attorneys for Plaintiff and
Counter-Defendant
Alpha Capital Anstalt
260 Madison Avenue, 18th Fl.
New York, New York 10016
(212) 532-8000